

THE INTERNATIONAL COMMITTEE ON SMOKING
ISSUES

The Role and Purpose of ICOSI

ICOSI is an international organisation which has been established to study, advise and act upon issues concerned with smoking, with particular regard to smoking as a social issue.

Membership of the Committee is restricted to free-enterprise tobacco companies with interests in a number of national markets.

There will be two categories of membership.

- (a) Full membership will provide one seat on the Board of Governors and one seat on the Executive Committee.
- (b) Associate membership, where there will be no representation on the Board or on the Executive Committee.

All Members and Associate Members shall be bound by the decisions of ICOSI. If, for any reason, circumstances arise whereby a member company is unable to accept the decisions of the ICOSI Board of Governors, then that member company must tender its resignation.

It is a condition of Associate membership that the applicant should be a free-enterprise organisation. Where a full member company holds an interest in the applicant for Associate membership, this interest should not exceed 25 per cent. Costs incurred in the operation of ICOSI and in the implementation of its policies will be shared by its members. Full and Associate Members will have separate fee scales, the latter to be agreed at a later date.

Residual costs not covered by income from Associate Membership will be shared equally by full member companies. (Depending on cost levels and size of company, equal sharing will be reviewed at a later date).

Members and Associate Members may be offered membership by the invitation of the Governing body should such an invitation

be a unanimous decision or by a unanimous vote of the Executive Committee, or by an individual company application to the Executive Committee where a unanimous vote will be required. If a unanimous decision of the Executive Committee is not obtained, the individual company is at liberty to place a proposal before the Governing body; such application again requiring a unanimous decision in its favour.

Should a Member or Associate Member wish to resign from ICOSI, then it will be required to provide funds to cover its proportion of the costs incurred by ICOSI up to the date of such resignation. In the event of resignation the member company should be responsible for its share of all costs committed and work commissioned prior to resignation. Payment of the requisite funds will be made to ICOSI no later than the effective date of resignation.

Should a new full Member join ICOSI during the first year or part year, he will be called upon to pay the same full contribution made by an existing Member. In subsequent years, the costs will be shared equally among all Members.

ICOSI aims to establish an agreed industry position on matters of common interest, to establish appropriate policies and to encourage their implementation through their own affiliates and through national trade associations.

Topics of interest to ICOSI are all those which threaten its freedom of action and which affect the long-term interests of the tobacco industry primarily in the area of smoking and health. ICOSI is not concerned in any way with issues associated with the marketing of tobacco products or matters of a competitive or commercial nature.

I C O S I

The Governors of ICOSI and their Role

Membership

Initially, the Board will comprise one principal from each of the seven companies which are in full membership. Each principal may be assisted at meetings by up to two representatives. If for any reason a principal is unable to attend a meeting of the Board, then he will be empowered to nominate from his company an Alternate who will attend meetings in his place and who will carry his company's vote, and have equal powers as a principal to commit his company to the decisions of the Board.

Responsibilities

The Board of Governors is responsible for establishing the policies of ICOSI and for ensuring that its affairs are efficiently managed.

Chairman

The Board is responsible for electing a Chairman who will hold office for a term of one year and who, as the occasions arise, will speak as the official spokesman of the organisation on behalf of ICOSI members.

It will be for the Chairman to decide the matters

- (a) he can deal with himself
- (b) about which he will contact the members of the Executive Committee in an informal way to ask their opinion
- (c) for which a full meeting of the Executive Committee should be called
- (d) which are of such importance that they ought to be referred to the Board of Governors.

Board Meetings

twelve months or more often at the discretion of the Chairman.

Voting

Each full member company of ICOSI will have one vote and voting in the Board must be unanimous on all issues.

EXECUTIVE COMMITTEE

The Governors will appoint a Chairman of the Executive Committee. He will report directly to the Board. If the Executive Committee Chairman is not a Governor, he will become an ex-officio member of the Board without voting rights.

The Board of Governors has invested the Executive Committee with specific responsibilities. They are however of a temporary nature. Equally, the Executive Committee rules of vote are also temporary and may or may not be incorporated into the Constitution of ICOSI.

Note 1: Secretary General

The Secretary General should be responsible in all day to day matters to the Chairman of the Executive Committee instead of to the Committee as a whole. He will play an active part in assisting the Chairman and, in general, in feeding information to the Executive Committee.

With the impending recruitment of a Secretary General for ICOSI, the Board may at a later stage wish to consider the possible advantages of the role of Chairman of the Executive Committee being fulfilled by the Secretary General. Under these circumstances the Secretary General would have no vote.

The Board may consider such an appointment to be a useful way of deploying the qualities of the Secretary General and ensuring the effective implementation of ICOSI policies.

Alternatively, the Executive Committee Chairman should be:

- (a) a member who has voting rights
- (b) elected for a period of one year only and should not be re-eligible

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- (c) succeeded by one of the other members of the Executive Committee.

Note 2: Voting in the Executive Committee

Under the temporary conditions, the Executive Committee is empowered to take action without reference to the Board where a decision is unanimous, and this will not necessarily call for a meeting of the Executive Committee. Where a proposal does not achieve a unanimous endorsement, it must be referred to the Board of Governors for a decision.

(Since this system could require frequent meetings of the Board and possibly therefore prolong the decision-making process, Governors may at a later date wish to consider a method by which the Executive Committee is empowered to take action on a majority vote without further reference.)

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Terms of Reference for the ICOSI Executive Committee

The Executive Committee shall be responsible to the Board of Governors of ICOSI.

Membership

Membership of the Executive Committee will be restricted to one person from each company represented on the Board of Governors. A representative may also be a member of the Board of Governors. Each representative may be supported at Committee meetings by one aide. If for any reason a principal is unable to attend a meeting of the Board, then he will be empowered to nominate from his company an Alternate who will attend meetings in his place and who will carry his company's vote.

Chairman

The Chairman of the Executive Committee is appointed by the Board of Governors of ICOSI for one year and is not eligible for re-election.

Function of the Committee

The Executive Committee is responsible for implementing the policies of ICOSI in those specific areas where decision-making powers have been delegated to the Committee by the Board of Governors.

Voting

Each full member of the Executive Committee will have one vote. The decisions of the Committee shall be final if they are taken unanimously on matters delegated to them by the Board. Where a unanimous decision is taken, it need not be referred for ratification to the Board of Governors. Where a decision is not unanimous, it must be referred to the Board.

Sub-Committees

The Executive Committee is empowered to create sub-

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committees as necessary for the implementation of the policies of ICOSI, who will report their findings to the Executive Committee for ratification. Should the Chairman of the Executive Committee consider it appropriate he will consult with members whose company has no representation on such sub-committees.

Reporting to the Board of Governors

The Executive Committee will report to the Board of Governors through the Executive Committee Chairman who, if he is not already a Governor, shall attend meetings of the Board of Governors as an ex-officio member but without voting rights.

Meetings

The frequency of Executive Committee meetings shall be determined by the members.

Immediate

Initially, the Board has delegated authority to the Executive Committee so that the following specific tasks can be undertaken:

Primary responsibility

1. To set up a charter for ICOSI and to agree a suitable location for a Secretariat.
2. To draw up a job description for the Secretary General and to appoint an appropriate organisation to assist in the selection of candidates. Similarly to prepare further job descriptions for the staff of the Secretariat and to establish its terms of reference. These tasks to be completed by September 1 1978 latest.

Secondary responsibility

1. To approve a scientific paper on passive smoking or environmental tobacco smoke as a guideline for members of ICOSI.
2. To agree and make arrangements by the end of 1978 for a Trade Association Conference to be

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or environmental tobacco smoke as a guideline for members of ICOSI.

2. To agree and make arrangements by the end of 1978 for a Trade Association Conference to be held at a date to be fixed as soon as possible after the establishment of the Secretariat.
3. To consider the desirability of holding a conference on passive smoking/environmental tobacco smoke.
4. To ensure that a standardised international opinion survey is carried out.
5. To determine which countries shall be covered by the activities of SAWP.
6. To give MBRG policy guidelines on experimental studies related to passive smoking.

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ICOSI

The Role of the Secretariat

The Secretariat's role is to efficiently manage the affairs of ICOSI in accordance with the established policies of the organisation and its constitution.

Responsibility

Through the Secretary General the Secretariat is responsible to the Board of Governors for arrangement of Board meetings, drawing up agenda, preparation and distribution of minutes and for other work as directed by the Board.

Members will retain the right to have subjects of their choice included in agenda.

The Secretariat is responsible to the Executive Committee for those duties associated with responsibilities delegated to the Executive Committee by the Board of Governors.

Committees

The Secretariat arranges meetings of the Board of Governors, the Executive Committee and other Committees and groups as required. Secretarial services are provided for these working units so that minutes can be taken and distributed promptly.

Office Organisation

Setting up and maintaining an efficient office organisation is a key task. It is a function of the Secretariat to be responsible for all aspects of office management and for the effective control of the ICOSI budget and other accounting matters. In collaboration with ICOSI's financial advisers, the Secretariat will be responsible for the receipt and disbursement of funds.

Outside Bodies

It is a function of the Secretariat to ensure that the necessary links are established with appropriate outside bodies whose work affects or relates to that of ICOSI. Special arrangements are to be

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made so that ICOSI is kept fully aware of developments and opinions of Governments and Government-supported agencies around the world on matters affecting the interests of ICOSI members, in both countries covered and not covered by a national association.

Information

The organisation of the Secretariat will incorporate an Information Service to meet the needs of member organisations and to serve as a clearing house for information relating to the tobacco industry. It will make arrangements to ensure that statements and publications issued by, or on behalf of, ICOSI are cleared for scientific accuracy and reflect the position of the members. The service will incorporate a library of appropriate publications, films, photographs and tapes. It will also maintain links with other sources of information such as national trade associations, Governments and Government-supported bodies.

Outside Services

Under the direction of ICOSI Committees and Working Parties, it will be the responsibility of the Secretariat to engage and guide appropriate outside services as required and to ensure that the agreed payment is made on behalf of ICOSI.

Representation

After receiving prior approval the Secretary General will normally be authorised to represent the Board officially and to discuss ICOSI policies with national trade associations and other outside bodies. Such discussions will be within previously agreed guidelines laid down in the Executive Committee or Board of Governors as appropriate.

Programme of Activity

The Secretariat will draft for Board consideration, recommendations relating to the further development of ICOSI policies. Additionally, however, the Secretariat will draw up other recommendations in the form of programme activity for endorsement by the Board. It will be a responsibility of the Secretariat to monitor the implementation by member organisations of those programmes which the Board has approved and which are binding upon members.

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ICOSI

Provisional Job Description for the Secretary General and other ICOSI Staff

Initially it is envisaged that the ICOSI Secretariat will comprise a Secretary General, with an Administrative Officer in support, together with an Information Officer.

(i) SECRETARY GENERAL

The Secretary General is responsible to the Chairman of the Board of Governors. However, in all day to day matters he will report directly to the Chairman of the Executive Committee, to whom the Board will have delegated powers in this area. The Secretary General is responsible for ensuring that particular decisions are implemented and for reporting progress on them. He will also be responsible for maintaining contact with the ICOSI Working Parties.

Responsibility to the Board

The Secretary General will act as Secretary to the Board of Governors and will have specific responsibilities which will include:

- (a) arrangements for Board meetings
- (b) drawing up agenda
- (c) preparation and distribution of minutes.

Responsibility to the Executive Committee

The Secretary General will report to that Committee for specific responsibilities associated with the powers delegated to the Committee by the Board of Governors. The Secretary General's responsibilities will include, for example:

- (a) the efficient administration of all aspects of the Secretariat.
- (b) Ensuring that the needs of the members of the Executive Committee and other sub-committees are served effectively.
- (c) In consultation with the members of the

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Executive Committee, developing policies and initiatives to further the interests of ICOSI.

- (d) Monitoring the progress of agreed programmes which are carried out by ICOSI members through national trade associations.
- (e) Providing satisfactory means of communication between ICOSI and its member organisations, national trade associations and, when required, between ICOSI and outside bodies such as WHO, UICC, EEC Commission.
- (f) Acting, when required, as a spokesman for ICOSI in the absence of the Chairman of the Board of Governors.

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He will make arrangements to ensure that statements and publications issued by, or on behalf of, ICOSI, are cleared from both the legal and scientific standpoints and accurately reflect the position of the members.

- (g) Controlling and directing on behalf of the industry, certain agreed central functions such as research, and engaging and supervising the activities of appropriate outside agencies.

Age and Experience

Age is not important although it is not envisaged that the selected candidate will be over 55.

Whilst working experience in the tobacco industry would be an advantage, it is not considered to be a pre-requisite for the appointment. Careful consideration will be given to all those with the appropriate administrative and executive and possibly political experience at senior levels whether in the private or the public sector.

English will be the working language of the organisation and the Secretariat. Knowledge of, or fluency in other European languages such as German, Spanish and French will be an advantage for the Secretary General.

He must be of a stature, experience and intelligence compatible with his work with leaders of the international business community.

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Contract

It is envisaged that the initial contract of employment will be for a period of four years, after which the agreement will be renewable. (It is suggested that specialist advice be taken so that the Board has the best available information when a decision is taken on the precise terms and conditions of the contract of employment for the Secretary General).

Procedure of Selection

The nominated recruitment agency will be required to draft a detailed job description and thereafter to provide a list of suitable candidates for interview by the Executive Committee whose members will make the final selection in the normal way.

The recruitment process must be completed before September 30 1978.

(ii) ADMINISTRATIVE OFFICER

It is noted that the Administrative Officer and the Information Officer should together provide the ICOSI Secretariat with a capability in English, French, German and Spanish.

Answering to the Secretary General, the Administrative Officer will be responsible for those tasks delegated to him by his superior. They will include:

- (a) assistance with the day to day administration of the Secretariat;
- (b) deputising for the Secretary General in his absence;
- (c) ensuring that minutes of meetings are taken and distributed promptly;
- (d) providing the link between the ICOSI Secretariat and member bodies, and between ICOSI and outside organisations;
- (e) establishing and maintaining an efficient office organisation;
- (f) maintaining accurate financial records, in

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collaboration with ICOSI's financial advisers.

(iii) INFORMATION OFFICER

The role of the Information Officer, who will be responsible to the Secretary General, will be to:

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- (a) provide a communications link between the Secretariat and ICOSI member companies, between ICOSI and the national trade associations, and between ICOSI and outside organisations including the public;
 - (b) establish and maintain a library of written, photographic and recorded information principally in the area of public smoking issues; he will however maintain on-going links with other library centres, i.e. within ICOSI member companies, Governments, etc;
 - (c) advise the Secretary General on communication programmes linking ICOSI with its various audiences and implement activities which have been agreed by the Executive Committee;
 - (d) set up means by which ICOSI can monitor within national governments and other bodies those decisions which have a bearing upon the work of ICOSI and its members.

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Suggestion for a location for the ICOSI Secretariat

A Secretariat for ICOSI is likely to be established in the autumn of 1978. The purpose of this paper is to suggest an appropriate location for the offices of the Secretariat.

The Situation

The founder organisations of ICOSI are BAT, Imperial, Rothmans, Gallaher, Reynolds, Philip Morris and Reemtsma. Members consequently have headquarters in a number of U.S. and European cities. It has already been agreed, however, that for a number of reasons ICOSI should be based in Europe.

The Criteria

Among the criteria against which it is suggested the suitability of a location should be measured are the following:

1. Availability of suitable accommodation at reasonable cost.
2. Ease of access by air or land from the headquarter cities of ICOSI member companies.
3. A welcoming climate, where Government views favourably the establishment of headquarters representing international groupings.
4. Good telephone and telex links.
5. Freedom from special work permits for non-nationals.
6. Adequate sources from which to recruit ancillary staff with adequate multi-lingual skills.
7. The location should not be one where there is already one or more head office of ICOSI founder member companies.

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8. An attractive city for international staff.
9. Availability of good housing, schooling and other social facilities.
10. Equitable levels of personal taxation.

Possibilities

The main possibilities appear to be:

Amsterdam
Athens
Brussels
Copenhagen
Frankfurt
Geneva
Hamburg
The Hague
London
Luxembourg
Madrid
Monte Carlo
Paris
Rome
Stockholm

Judged against the criteria, the pattern of suitability is as follows:

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| Criteria | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | Total Points in favour |
|-------------|---|---|---|---|---|---|---|---|---|----|---------------------------|
| Amsterdam | / | / | / | / | / | / | / | / | X | X | 8 |
| Athens | X | X | X | X | / | X | / | / | X | / | 4 |
| Brussels | / | / | / | / | / | / | / | / | / | / | 10 |
| Copenhagen | / | / | / | / | / | X | / | / | X | X | 7 |
| Frankfurt | / | / | / | / | / | / | / | X | / | / | 9 |
| Geneva | / | X | / | / | X | / | / | / | / | / | 8 |
| Hamburg | / | X | / | / | / | / | X | / | / | / | 8 |
| The Hague | / | X | / | / | / | / | / | / | / | X | 8 |
| London | / | / | / | / | / | X | X | / | / | X | 7 |
| Luxembourg | / | X | / | / | / | / | / | / | / | / | 9 |
| Madrid | / | / | / | X | / | X | / | / | / | / | 8 |
| Monte Carlo | / | X | / | X | / | / | / | / | / | / | 8 |
| Paris | / | / | / | X | / | / | / | / | / | / | 9 |
| Rome | / | / | / | X | / | X | / | / | / | / | 8 |
| Stockholm | / | / | / | / | / | X | / | / | / | X | 8 |

In Conclusion

The criteria table suggests that the choice of location for the ICOSI headquarters organisation is between Brussels, Frankfurt, Luxembourg or Paris.

Frankfurt is relatively unattractive environmentally and Luxembourg is difficult to reach by air. Of the two remaining cities Brussels is less expensive than Paris and the telephone and telex services may be more efficient. On balance, however, it is suggested that either Brussels or Paris may be a suitable location for the headquarters of ICOSI.

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ICOSI

Exceptions Paper

PAPER 2. Imperial Tobacco suggest that provision should be made for the Secretary General to be Chairman of the Board of Governors. We doubt whether Governors would wish the administrative and executive head to be also Chairman of the Board.

PAPER 2. We have not included the Gallaher suggestion that each company must have a power of veto if ICOSI decision is not to jeopardise that company's interests.

PAPER 2. Gallaher suggestion on voting in the Executive Committee. The position is that voting is on a unanimous basis and if unanimous decision is not reached then it is the responsibility of the Chairman of the Executive Committee to refer the matter to the Board of Governors.

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